

SEP 24 2010

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

## **AMENDMENT, EXTENSION AND RATIFICATION OF PAID UP OIL, GAS AND MINERAL LEASE**

Reference is hereby made to that certain Paid Up Oil, Gas and Mineral Lease (hereinafter referred to as "Subject Lease") dated the 24th day of August, 2007, by and between Billy Johnson, as Lessor, and Western Production Company, as Lessee, whose address is 801 Cherry Street, Suite 3850, Unit 39, Fort Worth, Texas 76102, which lease is recorded in Document # D207391322 of the Public Records of Tarrant County, Texas.

**WHEREAS**, the Subject Lease has been included in the following conveyances:

Conveyance, Assignment and Bill of Sale by and between Western Production Company, Axia Land Services, LLC, and TYL Energy, Ltd., as Assignor, and Chesapeake Exploration, L.L.C., as Assignee, recorded D208022001;

Assignment, Bill of Sale and Conveyance by and between Chesapeake Exploration, L.L.C., as Assignor, and TOTAL E&P USA, INC., as Assignee, recorded D210019134.

**WHEREAS**, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease.

**WHEREAS**, the aforementioned assignees and grantees are collectively referred to as "Assignees."

Whereas, it is also the desire of the parties to amend the Primary Term of said Lease.

Now Therefore, the undersigned do hereby delete all references to three (3) in paragraph 2 of said Lease and in its place to hereby insert four (4) so that the primary term of the lease is four (4) years.

**FURTHERMORE**, in consideration of the premises and ten and no/100 dollars (\$10.00) and other valuable consideration which is hereby acknowledged and confessed, Mason Raine, HEREIN DEALING IN HIS SOLE AND SEPARATE PROPERTY does hereby ratify and confirm said Lease in all of its terms and provisions, and as hereby corrected does hereby lease, grant, demise and let said land and premises unto the Assignees subject to and in accordance with all of the terms and provisions of said Lease, as subsequently amended or corrected. And Mason Raine, HEREIN DEALING IN HIS SOLE AND SEPARATE PROPERTY does hereby agree and declare that said Lease in all of its terms and provisions are binding on him and it is a valid and subsisting oil and gas lease.

It is understood and agreed by all parties hereto that in all other respects, the Subject Lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm the Subject Lease as hereby corrected.

This instrument shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

EXECUTED the 20 day of AUGUST, 2010, but for all purposes effective the 24th day of August, 2007.

LESSOR:

By: Mason Raine

Mason Raine

ASSIGNEE:

Chesapeake Exploration, L.L.C.

By: Henry J. Hood

Its: Senior Vice President Land  
and Legal & General Counsel

ASSIGNEE:

TOTAL E&P USA, INC.

By: Eric Bonnin

Name: Eric Bonnin  
Vice President, Business Development & Strategy  
Title:

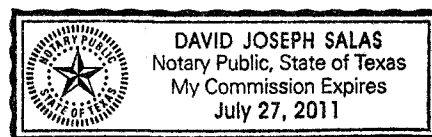
## Acknowledgments

STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on 20 day of AUGUST, 2010,  
by Mason Raine.

David Joseph Salas  
Notary Public State of Texas



STATE OF OKLAHOMA  
COUNTY OF OKLAHOMA

§  
§  
§

This instrument was acknowledged before me on this 16th day of September, 2010, by Henry J. Hood, as the Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma Limited Liability Company.

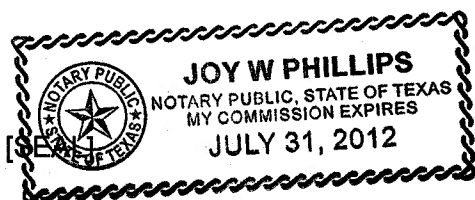
Given under my hand and seal the day and year last above written.

Christopher R. Laughlin  
Notary Public, State of Oklahoma  
Notary's name (printed):  
Notary's commission expires:



STATE OF TEXAS )  
COUNTY OF HARRIS ) §:

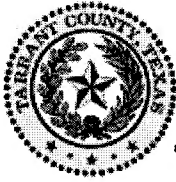
The foregoing instrument was acknowledged before me this 24th day of September, 2010, by Eric Bonnin, Vice President, of TOTAL E&P, USA, Inc., a Delaware corporation, as the act and deed and on behalf of such corporation.



[Signature]  
Notary Public

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

DALE PROPERTY SERVICES  
500 TAYLOR ST, STE 600  
FT WORTH, TX 76102

Submitter: DALE RESOURCES LLC

**DO NOT DESTROY**  
**WARNING - THIS IS PART OF THE OFFICIAL RECORD.**

Filed For Registration: 10/28/2010 3:27 PM

Instrument #: D210267607

LSE

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PGS

\$24.00

By: \_\_\_\_\_

A handwritten signature in cursive script, appearing to read "Suzanne Henderson", is written over a horizontal line.

D210267607

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY  
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: SLDAVES